

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**DEBTORS' WITNESS AND EXHIBIT LIST
FOR HEARING ON SEPTEMBER 14, 2020**

Fieldwood Energy LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), file this witness and exhibit list (the “**Witness and Exhibit List**”) for the hearing scheduled for September 14, 2020 at 1:30 p.m. (Prevailing Central Time) (the “**Hearing**”):

WITNESSES

The Debtors may call any of the following witnesses at the Hearing:

1. Michael T. Dane, Senior Vice President and Chief Financial Officer, Fieldwood Energy LLC
2. John-Paul Hanson, Managing Director, Houlihan Lokey Capital, Inc.
3. Any witness called or listed by any other party; and
4. Any rebuttal witnesses.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
1.	<i>Declaration of Michael Dane in Support of Debtors' Chapter 11 Petitions and First Day Relief</i> (ECF No. 29) (the " Dane Declaration ")				
2.	Restructuring Support Agreement, attached to the Dane Declaration as Exhibit A				
3.	Debtors' Organizational Chart, attached to the Dane Declaration as Exhibit B				
4.	The DIP Term Sheet, attached to <i>Emergency Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors (A) To Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(b), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) To Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, 364 and 507(b) and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c)</i> (Docket No. 22) (the " DIP Motion ") as Exhibit A				
5.	Proposed Initial Budget (ECF No. 22, Exhibit C)				
6.	<i>Declaration of John-Paul Hanson in Support of Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors (A) To Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(b), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) To Utilize Cash Collateral Pursuant to 11 U.S.C.</i>				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	<i>§ 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, 364 and 507(b) and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (ECF No. 23)</i>				
7.	Pari Passu Intercreditor Agreement, dated as of April 11, 2018				
	a) Joinder No. 1, dated as of April 11, 2018				
	b) Joinder No. 2, dated as of April 11, 2018				
	c) Joinder No 3, dated as April 11, 2018				
	d) Joinder No. 4 dated as of June 28, 2019				
8.	Intercreditor Agreement, dated as of April 11, 2018				
9.	<i>Affidavit of Service</i> regarding First Day Motions (ECF No. 44)				
10.	<i>Affidavits of Service</i> regarding First Day Orders and <i>Affidavit of Publication of Notice of Interim Order</i> (ECF No. 191)				
11.	<i>Affidavit of Service</i> regarding Insurance Order (ECF No. 267)				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
12.	<i>Affidavit of Service</i> regarding Emergency Motion of Debtors for Entry of an Order Continuing the Hearing (ECF No. 268)				
13.	Any exhibit designated by any other party				
14.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				
15.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party				

The Debtors reserve the right to amend or supplement the Witness and Exhibit List
at any time prior to the Hearing.

Dated: September 10, 2020
Houston, Texas

Respectfully submitted,

/s/ Alfredo R. Pérez
WEIL, GOTSHAL & MANGES LLP
Alfredo R. Pérez (15776275)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Email: Alfredo.Perez@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP
Matthew S. Barr (admitted *pro hac vice*)
Jessica Liou (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Matt.Barr@weil.com
Jessica.Liou@weil.com

*Proposed Attorneys for Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that on September 10, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez
Alfredo R. Pérez